

STUTMAN, TREISTER & GLATT  
PROFESSIONAL CORPORATION  
Attorneys for CR Intrinsic Investors, LLC,  
Elliott Associates, L.P., and Highland Capital Management, LP  
(and/or certain funds managed thereby)  
1901 Avenue of the Stars, 12th Floor  
Los Angeles, CA 90067  
Telephone (310) 228-5600  
Facsimile (310) 228-5788  
Isaac M. Pachulski (IP 0260) and  
Jeffery H. Davidson (Cal State Bar No. 73980)

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:		Chapter 11
DELPHI CORPORATION, et al.,		Case No. 05-44482 (RDD)
Debtors.		Jointly Administered
-----	X	

**VERIFIED STATEMENT OF STUTMAN, TREISTER & GLATT  
PROFESSIONAL CORPORATION PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Stutman, Treister & Glatt Professional Corporation ("ST&G") submits the following  
Verified Statement in accordance with Rule 2019(a) of the Federal Rules of Bankruptcy  
Procedure:

1. ST&G is a law firm that maintains its principal office at 1901 Avenue of the Stars, 12th Floor, Los Angeles, California 90067.
2. Represented Parties: ST&G has been retained as special bankruptcy counsel to represent the following parties and/or certain funds managed thereby (collectively, the "Clients") in connection with the above-captioned chapter 11 cases (the "Bankruptcy Cases"):

CR Intrinsic Investors, LLC 72 Cummings Point Road Stamford, Connecticut 06902
Elliott Associates, L.P. 712 Fifth Avenue, 36th Floor New York, New York 10019
Highland Capital Management, L.P. 13455 Noel Road, Suite 700 Dallas, Texas 75240

3. Nature of Clients' Claims: Each of the Clients has advised ST&G that such Client holds (or manages funds or accounts which hold) claims against one or more of the debtors and debtors in possession in the Bankruptcy Cases (collectively, the "Debtors") arising from, inter alia, the following notes (collectively, the "Senior Notes") issued pursuant to that certain indenture dated as of April 28, 1999 entered into by and between Delphi Automotive Systems Corporation (as predecessor in interest to Delphi Corporation ), as borrower, and The First National Bank of Chicago (as predecessor to Wilmington Trust Company), as indenture trustee: (a) 6.55% Notes due June 15, 2006; (b) 6.50% Notes due May 1, 2009; (c) 6.50% Notes due August 15, 2013; and (d) 7.125% Notes due May 1, 2029. Each of the Clients has advised ST&G that such Client is the beneficial holder, or manager of funds or accounts that are beneficial holders, of the Senior Notes, which, in the aggregate, as of the date of the filing of this Statement, represent approximately \$573.3 million of the outstanding principal face amount of the Senior Notes. It is ST&G's understanding that such claims were acquired by the Clients at various points in time.

4. Facts and Circumstances of ST&G's Engagement as Counsel to the Clients: One or more of the Clients individually consulted with ST&G beginning on or about June 5, 2008, to serve as special bankruptcy counsel with regard to such Client(s)' interest in (a) the Bankruptcy

Cases, in their capacity as holders of Senior Notes; and (b) sharing legal fees and costs with respect to the foregoing. ST&G's representation of the Clients is limited to their individual interests in the Senior Notes as such interests are related to the Bankruptcy Cases, and neither ST&G nor the Clients purport to represent any other holders of the Senior Notes at this time.

5. Upon information and belief formed after due inquiry, ST&G does not hold any claims against or equity interests in the Debtors.

6. ST&G reserves the right to revise, supplement, and/or amend this Verified Statement as may be appropriate or necessary.

Dated: July 30, 2008  
Los Angeles, California

STUTMAN, TREISTER & GLATT  
Professional Corporation

By: /s/ Isaac M. Pachulski  
ISAAC M. PACHULSKI (IP 0260)  
1901 Avenue of the Stars, 12th Floor  
Los Angeles, California 90067  
Telephone (310) 228-5600  
Facsimile (310) 228-5788

VERIFICATION

I, Isaac M. Pachulski, hereby declare under penalty of perjury as follows:

1. I am a member of the law firm of Stutman, Treister & Glatt Professional Corporation, special counsel to CR Intrinsic Investors, LLC, Elliott Associates, L.P., Highland Capital Management LP, and/or certain funds managed thereby (the "Clients") as set forth in the preceding "Verified Statement of Stutman, Treister & Glatt Professional Corporation Pursuant to Federal Rule of Bankruptcy Procedure 2019."

2. I have read the foregoing "Verified Statement of Stutman, Treister & Glatt Professional Corporation Pursuant to Federal Rule of Bankruptcy Procedure 2019" and know the contents thereof to be true to my own knowledge, except as to the information set forth therein as to the Clients' debt holdings, and as to those matters I believe them to be true. The source of the statements as to the Clients' debt holdings is communications with representatives of the Clients.

Dated: July 30, 2008  
Los Angeles, California

/s/ Isaac M. Pachulski  
ISAAC M. PACHULSKI

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**CERTIFICATE OF SERVICE**

I, Cheryl R. Woods, hereby certify that on this 30<sup>th</sup> day of July, 2008, I caused to be served by first class United States mail, a copy of the Verified Statement of Stutman, Treister & Glatt Professional Corporation Pursuant to Federal Rule of Bankruptcy Procedure 2019 upon the following:

Delphi Corporation Attn: General Counsel 5725 Delphi Drive	Latham & Watkins Attention: Mark A. Broude, Esq. 885 Third Avenue New York, NY 10022
Skadden, Arps, Slate, Meagher & Flom Attention: John W. Butler, Jr., Esq. 333 West Wacker Drive Suite 2100 Chicago, IL 60606	Simpson Thacher & Bartlett LLP Attention: Marissa Wesley, Esq. 425 Lexington Avenue New York, NY 10017
United State Trustee Attention: Alicia M. Leonhard, Esq. 33 Whitehall Street Suite 2100 New York, NY 10044	Davis Polk & Wardwell Attention: Marlane Melican, Esq. 450 Lexington Avenue New York, NY 10017

Dated: July 30, 2008

/s/ Cheryl R. Woods  
Cheryl R. Woods, Declarant